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(Requestor's Name)

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(City/State/Zip/Phone #)

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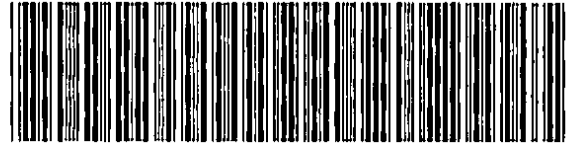
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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00/04/22 10:00:00 10:00 10:00

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form to convert an "Other Business Entity" into a "Florida Limited Liability Company" pursuant to section 605.1045, Florida Statutes. These forms are basic and may not meet all conversion needs. The advice of an attorney is recommended.

Pursuant to s. 605.0102(23)a, F.S., entity means: a business corporation; a nonprofit corporation; a general partnership, including a limited liability partnership; including a limited partnership; including a limited liability limited partnership; a limited liability company; a real estate investment trust; or any other domestic or foreign entity that is organized under an organic law.

Filing Fees: **\$150.00 (\$25 for Articles of Conversion and
\$125 for Articles of Organization)**

Certified Copy (optional): **\$30.00**

Certificate of Status (optional): **\$5.00**

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

For further information, you may contact the New Filing Section at (850) 245-6052.

Important Notice: As a condition to the conversion, pursuant to s.605.0212(9), F.S., each party to the conversion must be active and current through December 31 of the calendar year this document is being submitted to the Department of State for filing.

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Corporate Air Charters, LLC

(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Tiffany Sopczak

(Contact Person)

Corporate Air Charters, LLC

(Firm/Company)

13955 SW 127 Street

(Address)

Miami, FL 33186

(City, State and Zip Code)

tsopczak@propelaviation.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Tiffany Sopczak

at (305) 255-5077

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☒ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☐ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees.
Certified Copy, and
Certificate of Status

Mailing Address:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2022 JUN 24 PM 12:23
TALLAHASSEE, FL
CLERK OF CIRCUIT COURT

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
Corporate Air Charters, Inc.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 08/24/1994
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Corporate Air Charters, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: 03/16/2022

(The effective date: Cannot be prior to date of receipt or filed date nor more than 90 calendar days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

6. The "Converted or Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

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CLERK OF THE STATE
OF FLORIDA

Signed this 14 day of June 2022.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: Tiffany Sopczak

Printed Name: Tiffany Sopczak

Title: Accounting Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: Joel Valle

Printed Name: Joel Valle

Title: Managing Member, Propel Aviation

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Corporate Air Charters, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

13955 SW 127th Street

Miami, FL 33186

Mailing Address:

13955 SW 127th Street

Miami, FL 33186

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Propel Aviation Sales & Services, LLC

Name

12800 SW 139th Ave

Florida street address (P.O. Box **NOT** acceptable)

Miami

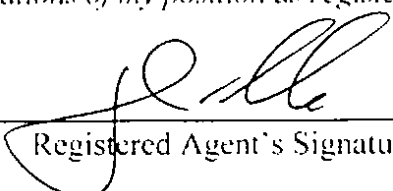
FL 33186

City

Zip

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Propel Aviation Sales & Services, LLC

12800 SW 139th Ave

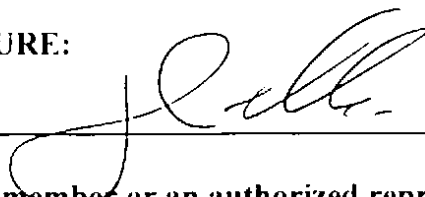
Miami, FL 33186

(Use attachment if necessary)

ARTICLE V: Other provisions, if any.

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STATE OF FLORIDA

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Joel Valle

Typed or printed name of signee

Filing Fees

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)